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KENNEDY, and ANN MILLER RAVEL listed on signature page

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17 UNITED STATES DISTRICT COURT
18 FOR THE NORTHERN DISTRICT OF CALIFORNIA

19 VIDEO SOFTWARE DEALERS
20 ASSOCIATION and ENTERTAINMENT
21 SOFTWARE ASSOCIATION,
22 Plaintiffs,

CASE NO. C 05-4188 RMW (RS)

23 vs.
24 ARNOLD SCHWARZENEGGER, in his official
25 capacity as Governor of the State of California;
26 BILL LOCKYER, in his official capacity as
27 Attorney General of the State of California;
GEORGE KENNEDY, in his official capacity as
Santa Clara County District Attorney, RICHARD
DOYLE, in his official capacity as City Attorney
for the City of San Jose, and ANN MILLER
RAVEL, in her official capacity as County
Counsel for the County of Santa Clara,
Defendants.

28

STIPULATION AND [REDACTED] ORDER

1 WHEREAS, the Court granted summary judgment in favor of plaintiffs and permanently
 2 enjoined enforcement of the portion of California Civil Code §§ 1746-1746.5 ("the Act"), holding
 3 that the Act violated the United States Constitution, and, on August 14, 2007, entered its Final
 4 Judgment ("the Judgment");

5 WHEREAS, on August 28, 2007, plaintiffs timely filed a Motion for Attorneys' Fees and
 6 Costs (the "Motion"), seeking reimbursement of the attorneys' fees and costs they incurred as a result
 7 of their successful constitutional challenge to the Act, pursuant to 42 U.S.C. § 1988, 28 U.S.C.
 8 § 1920, Fed. R. Civ. P. 54(d), and Local Rule 54-6, currently notice for hearing on November 30,
 9 2007;

10 WHEREAS, the parties have agreed to resolve plaintiffs' fee petition without further
 11 litigation;

12 NOW THEREFORE, subject to the approval of the Court, IT IS HEREBY STIPULATED
 13 THAT :

14 1. By no later than November 15, 2008, Arnold Schwarzenegger and Bill Lockyer
 15 ("State Defendants") shall pay plaintiffs, and plaintiffs shall accept, \$276,000.00 plus interest
 16 calculated at the statutory rate under 28 U.S.C. § 1961 running from the date that this stipulation is
 17 executed by the parties to the date of payment in full. Such payment shall be made in full satisfaction
 18 of plaintiffs' claims for attorneys' fees and costs against all defendants associated with litigating this
 19 case prior to entry of the Judgment and with preparation of the pending Motion.

20 2. The State Defendants shall, no later than April 15, 2008, request the introduction in
 21 the 2008 California legislative session of an Attorney General Claims Bill for payment of the amount
 22 stipulated in paragraph 1 and shall request the expedited consideration of the measure.

23 3. Subject to payment in full of the amount stipulated in paragraph 1, plaintiffs, for
 24 themselves and their successors and assigns, release and forever discharge the defendants, their
 25 respective predecessors, successors, assigns, employees, attorneys, agents, and officers from any and
 26 all claims for attorneys' fees and costs associated with litigating this case prior to entry of the
 27 Judgment and with preparation of the Motion.

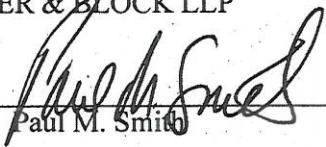
1 4. Without limiting in any way plaintiffs' rights to enforce the terms of this Order or to
2 seek attorneys' fees and costs associated with any appeal or other further proceedings, plaintiffs'
3 Motion for Attorneys' Fees and Costs is dismissed with prejudice.

4 5. If, after all appeals have been exhausted or the time for all remaining appeals has
5 expired, plaintiffs are no longer the prevailing party in this case, the plaintiffs shall pay back the
6 amount stipulated in paragraph 1 within thirty (30) days of the disposition of the final appeal or the
7 expiration of time for all remaining appeals.

8 6. This Court shall retain jurisdiction to hear any motion to enforce the terms of this
9 Stipulated Order. Plaintiffs are authorized to seek to enforce the terms of this Stipulated Order and
10 seek immediate payment by the State Defendants of the amount stipulated in paragraph 1 (including
11 interest accruing until the date that the amount is paid in full), if payment in full is not made by
12 November 15, 2008. Plaintiffs shall be entitled to their reasonable attorneys' fees and costs incurred
13 for any action to enforce the terms of this Order based on the State Defendants' failure to comply, in
14 any way, with their obligations in paragraph 1 above.

15
16 DATED: November , 2007

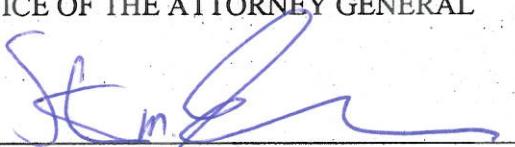
GIBSON, DUNN & CRUTCHER LLP
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17
18 By: 
19 Paul M. Smith

20
21 Attorneys for Plaintiffs VIDEO SOFTWARE
22 DEALERS ASSOCIATION (now known as the
23 Entertainment Merchants Association) and
24 ENTERTAINMENT SOFTWARE ASSOCIATION

25
26 DATED: November 21, 2007

27
28 OFFICE OF THE ATTORNEY GENERAL

29 By: 
30 Steven M. Gevercer
31 Deputy Attorney General

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33 Attorneys for Defendants SCHWARZENEGGER and
34 LOCKYER

DATED: November , 2007

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Attorneys for Defendant RICHARD DOYLE

DATED: November 21, 2007

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David M. Rollo
Deputy County Counsel

Attorneys for Defendants GEORGE KENNEDY and
ANN MILLER RAVEL

[xxxxxxxxxxxx] ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: _____

Honorable Ronald M. Whyte
United States District Court Judge

1
2 DATED: November 21, 2007

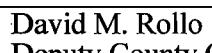
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13 By: 
14 Robert Fabela
15 Sr. Deputy City Attorney

16 Attorneys for Defendant RICHARD DOYLE

17 DATED: November 21, 2007

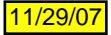
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28 Attorneys for Defendants GEORGE KENNEDY and
1 ANN MILLER RAVEL

20  ORDER

21 PURSUANT TO STIPULATION, IT IS SO ORDERED.

22 DATED: 

23 
24 Honorable Ronald M. Whyte
25 United States District Court Judge